

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
Zayo Group, LLC , Assignee,)	
)	
and)	WC Docket No. 18-49
)	
Near North Partners, LLC , Assignor,)	
)	
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as amended, and)	
the Commission’s Rules to Assign Certain)	
Assets, including Customers, of Assignor to)	
Assignee)	

JOINT APPLICATION

Zayo Group, LLC (“Zayo” or “Assignee”) and Near North Partners, LLC (“NNP” or “Assignee”) (together, “Applicants”), by undersigned counsel, submit the following supplemental information at the request of Commission staff regarding the market overlap between Zayo (and its affiliates) and Neutral Path.¹ As detailed below, there is no significant market overlap between Zayo (and its affiliates) and Neutral Path.

Neutral Path services focus on long haul links rather than metro networks. Neutral Path owns a long-haul fiber route from Minneapolis, MN (with an extension to Rochester, MN) to Omaha, NE. Since Zayo has an extremely limited network in Omaha, Minneapolis is the primary metropolitan area where Zayo and Neutral Path have overlapping, owned fiber facilities. Neutral

¹ “Neutral Path” is defined in the Application as NNP and its affiliate Neutral Path Communications, LLC (“NPC”). *See Joint Application of Zayo Group, LLC, Assignee, and Near North Partners, LLC, Assignor, for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and the Commission’s Rules to Assign Certain Assets, including Customers, of Assignor to Assignee*, WC Docket No. 18-49, Application at p. 2 (filed Feb. 15, 2018) (“Application”). As stated in the Application, NPC does not provide telecommunications services but rather only provides dark fiber, colocation, cross connect and related facilities to customers. *See Application* at note 2.

Path primarily provides service to other carriers on a wholesale basis and therefore the proposed Transaction (as defined in the Application) will not remove a competitor serving residential or enterprise business in any market. Potential competitors in these markets include but are not limited to:

Minneapolis & Rochester	CenturyLink Comcast Verizon AT&T Cogent Birch Communications Arvig Communications Jaguar Communications Nextera ExteNet Crown Castle
Omaha	CenturyLink Cox Communications Charter Communications Cogent Mediacom Unite Private Networks Nebraska Link Great Plains Network

Neutral Path's Minneapolis to Omaha long-haul route has intermediate points in the following cities: Belle Plaine (pop. 6,661),² Mankato (pop. 39,309), La Salle (pop. 87), Windom (pop. 4,646), and Bigelow (pop. 235), MN; Alton (pop. 1,216) and Sioux City (pop. 84,684), IA; and Lyons (pop. 851) and Fremont (pop. 26,397), NE. Neutral Path does not have a metropolitan network in any of these cities. Further, except for Mankato, where Zayo has a limited fiber network, Zayo currently does not serve these intermediate points.

² Population figures are based on 2010 U.S. Census data. See <https://www.census.gov/2010census/popmap/ipmtext.php>.

Neutral Path also has leased fiber or circuits that connect its Minneapolis-Omaha long-haul network to other markets served by Zayo. These markets include: Chicago, IL, Denver, CO; and Kansas City, MO. In each of these markets, there are many competitors including the ILEC, the cable company(ies) and competitive telecommunications providers. Importantly, Neutral Path does not have a metropolitan fiber network in those markets and only has a small number of wholesale customers in each.

Applicants also clarify that no Neutral Path Assets are located in, or adjacent to, the service territory of Scott-Rice Telephone Co. (“Scott-Rice”), an incumbent local exchange carrier and currently an indirect subsidiary of Zayo.³ Further, Neutral Path does not provide telecommunications services in, or adjacent to, the service territory of Scott-Rice.

/s/ Russell Frisby, Jr.

H. Russell Frisby, Jr.
Brandon R. Nagy
Stinson Leonard Street LLP
1775 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006
202-785-9100 (tel)
202-572-9945 (fax)
russell.frisby@stinson.com
brandon.nagy@stinson.com

Counsel for Near North Partners, LLC

Respectfully submitted,

/s/ Catherine Wang

Catherine Wang
Brett P. Ferenchak
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (tel)
202-739-3001 (fax)
catherine.wang@morganlewis.com
brett.ferenchak@morganlewis.com

Counsel for Zayo Group, LLC

Dated: March 5, 2018

³ Zayo’s subsidiary, Allstream Business US, LLC, recently entered into an agreement to sell the stock of Scott-Rice Telephone Co. to New Ulm Telecom, Inc. See <https://www.zayo.com/news/zayo-sell-minnesota-local-exchange-carrier/>. Approval from the Commission will be sought for that transaction in the near future.